



THE UNITED STATES
CORPORATION
COMPANY

L010000001682

ACCOUNT NO. : 072100000032

REFERENCE : 986344 82724A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 155.00

ORDER DATE : February 1, 2001

ORDER TIME : 11:39 AM

ORDER NO. : 986344-015

CUSTOMER NO: 82724A

CUSTOMER: Emily D. Dawson, Secretary
Morrison & Conroy

3838 Tamiami Trail North
Suite 402
Naples, FL 34103-3507

000003623000--1

DOMESTIC FILING

NAME: CENTRAL PARK DEVELOPMENT OF
SOUTHWEST FLORIDA, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 FEB - 1 PM 12:06

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 FEB - 1 PM 1:33

APPROVED
AND
FILED

**ARTICLES OF ORGANIZATION
OF
CENTRAL PARK DEVELOPMENT OF SOUTHWEST FLORIDA, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of this limited liability company is CENTRAL PARK DEVELOPMENT OF SOUTHWEST FLORIDA, L.L.C., referred to in these Articles of Organization as the "Company."

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 5405 Park Central Court, Naples, Florida 34109. The Company's registered agent is David N. Morrison, whose office is located at 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103.

**ARTICLE III
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV
ORGANIZER**

The organizers of the Company are Stephen V. Robison, Larry Basik, George Ramsey, and John Rasnick, who are natural persons at least eighteen (18) years old.

**ARTICLE V
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI
MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's operating agreement. No member other than the Managing Member are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the Managing Member (collectively "Managing Member") are:

CENTRAL PARK DEVELOPMENT OF SOUTHWEST FLORIDA, L.L.C.

Articles of Organization

Page 1 of 4

APPROVED
AND
FILED
01 FEB - 1 PM 1:33
SECRETARY OF STATE
TAMPA, FLORIDA

Vector, L.L.C.
5405 Park Central Court
Naples, Florida 34109

Chloe-Ramsey, L.L.C.
85 Weddington Branch Road
Pikeville, KY 41501

ARTICLE VII CONTRIBUTIONS

The members in the aggregate have contributed to the Company
One Hundred Dollars (\$ 100.00) in cash.

ARTICLE VIII ADMISSION OF NEW MEMBERS

The Company may admit new members as provided in the Company's operating agreement.

ARTICLE IX DISSOLUTION

Section 9.01 Dissolution and Dissolution Avoidance Following the Dissociation of a Member

(a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

(b) Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section 9.01(b), the Company must have at least two (2) remaining members. If dissociation leaves the Company with only one (1) remaining member, that member may admit an additional member.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within five (5) days of the dissociation, consent to avoid dissolution is obtained from all of the remaining members. The consent may be by vote, at a properly called member meeting, or in writing.

ARTICLE X DISTRIBUTIONS

Section 10.01 Interim Distributions

The Company may make interim distributions of property to its members as agreed by all of the members.

Section 10.02 Winding-Up Distributions

CENTRAL PARK DEVELOPMENT OF SOUTHWEST FLORIDA, L.L.C.

Articles of Organization

Page 2 of 4

APPROVED
AND
FILED
01 FEB - 1 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Section 10.02 Winding-Up Distributions

The Company may make winding-up distributions of property to its members as agreed by all of the members.

**ARTICLE XI
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO
OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 31 day of January 2001.

David N. Morrison

Witness #1

DAVID N MORRISON

Witness # 1 (Print Name)

Michael W Caswell

Witness #2

Michele Wotte Caswell

Witness # 2 (Print Name)

Stephen V. Robison
Stephen V. Robison

David N. Morrison

Witness #1

DAVID N MORRISON

Witness # 1 (Print Name)

Michael W Caswell

Witness #2

Michele Wotte Caswell

Witness # 2 (Print Name)

Larry Basik
Larry Basik

David N. Morrison

Witness #1

DAVID N MORRISON

Witness # 1 (Print Name)

Michael W Caswell

Witness #2

Michele Wotte Caswell

Witness # 2 (Print Name)

George Ramsey
George Ramsey

[Handwritten signature of Danny N. Morrison]

Witness #1

Danny N Morrison

Witness # 1 (Print Name)

Michelle W Caswell

Witness #2

Michelle W Caswell

Witness # 2 (Print Name)

[Handwritten signature of John Rasnick]
John Rasnick

APPROVED
AND
FILED

01 FEB - 1 PM 1:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

CENTRAL PARK DEVELOPMENT OF SOUTHWEST FLORIDA, L.L.C.

2. The name and address of the registered agent and office is:

David N. Morrison, Esq.
Morrison & Conroy, P.A.
3838 Tamiami Trail North, Suite 402
Naples, Florida 34103

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with accept the obligations of my position as registered agent.


David N. Morrison, Esq.

January 31, 2001

APPROVE
AND
FILE
01 FEB - 1 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA